



ELECTROSTEEL CASTINGS LIMITED

CODE OF CONDUCT FOR REGULATING, MONITORING AND REPORTING TRADING BY DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVES

1. Introduction

The Board of Directors ('the Board') of Electrosteel Castings Limited ('the Company' or 'ECL'), at its meeting held on 12 May 2015, had pursuant to the provisions of the Regulation 9, read with other Regulations and Schedule B to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('the Regulations'), adopted the Code of Conduct for Regulating, Monitoring and Reporting Trading by Insiders. The said Code is applicable with effect from 15 May 2015.

Since the aforesaid approval and adoption of the aforesaid Code, the Securities and Exchange Board of India ('SEBI') has vide Notification No. SEBI/LAD-NRO/GN/2018/59 dated 31 December 2018, Notification No. SEBI/LAD-NRO/GN/2019/02 dated 21 January 2019 and, Notification No. SEBI/LAD-NRO/GN/2020/23 dated 17 July 2020 has brought certain amendments to Regulations. The Board at its meeting held on 12 November 2020, has amended the Company's existing Code of Conduct for Regulating, Monitoring and Reporting Trading by Insiders to align it with the said recent changes in applicable laws and has changed the nomenclature of the said Code to 'Code of Conduct for Regulating, Monitoring and Reporting Trading by Designated Persons and their Immediate Relatives' ('the Code' or 'this Code').

This amended Code shall be applicable to the Company with effect from 12 November 2020.

This Code can be modified/amended/alterd by Board of Directors of the Company except in case of any statutory modification/amendment/alteration of the provisions of SEBI (Prohibition of Insider Trading), Regulations 2015, which shall be deemed to be implemented in the Code immediately on such notification for modification/amendment/alteration etc. coming into effect.

2. Scope and Purpose

Regulation 9 of the Regulations requires that the Board of Directors of a listed company shall ensure that the Chief Executive Officer or Managing Director of the Company shall formulate a Code of Conduct with their approval to regulate, monitor and report trading by its Designated Persons and immediate relatives of Designated Persons towards achieving compliance with the Regulations, adopting the minimum standards set out in Schedule B to the Regulations, without diluting the provisions of the Regulations in any manner.

The objective of the Code is to govern trading in the securities of the Company by its Designated Persons and/or their immediate relatives.

3. **Applicability**

This Code is applicable to the Designated Persons as mentioned in the Code and their immediate relatives.

4. **Definitions**

In this Code, unless the context otherwise requires:

- 4.1 **“Act” or “SEBI Act”** means the Securities and Exchange Board of India Act, 1992.
- 4.2 **“Audit Committee”** means Audit Committee of Board of Directors of the Company constituted under provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 4.3 **“Code” or “this Code”** means the Company's Code of Conduct for Regulating, Monitoring and Reporting Trading by Designated Persons and their immediate relatives.
- 4.4 **“Compliance Officer”** shall mean the senior officer of the Company designated so by the board of directors, from time to time, and who shall be financially literate and shall be capable of appreciating requirements for legal and regulatory compliance under the Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the Regulations under the overall supervision of the board of directors of the Company.

Explanation – For the purpose of this regulation, “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

The Company Secretary of the Company shall be the Compliance Officer of the Company under the Regulations.

In the event of the office of the Company Secretary of the Company falling vacant till such time a successor is appointed, the Chief Financial Officer shall, in the interim period act as the Compliance Officer

- 4.5 **“Connected Person”** shall have the meaning as defined in the Regulations, as amended from time to time.
- 4.6 **“Designated Person(s)”** means

- (i) Such Employees of the company designated on the basis of their functional role or access to unpublished price sensitive information in the Company by the Compliance Officer in consultation with the Audit Committee ;
- (ii) Directors;
- (iii) Key Managerial Personnel (KMPs) as per the Companies Act, 2013;
- (iv) Employees of material subsidiaries of the Company, designated on the basis of their functional role or access to unpublished price sensitive information in the Company by the Compliance Officer in consultation with the Audit Committee ;
- (v) Promoters and members of the Promoter Group of the Company;
- (vi) Chief Executive Officer and employees up to two levels below Chief Executive Officer of the Company and its material subsidiaries, irrespective of their functional role in the company or ability to have access to unpublished price sensitive information; and
- (vii) Any other Person designated by the Compliance Officer in consultation with the Audit Committee on the basis of their functional role and such function would provide access to UPSI .

- 4.7 **“Director”** means a member of the Board of Directors of the Company.
- 4.8 **“Employee”** means every employee of the Company including the Directors in the employment of the Company.
- 4.9 **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis.
- 4.10 **“Immediate Relative”** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
- 4.11 **“Insider”** means any person who is:
- (i) a connected person; or
 - (ii) in possession of or having access to unpublished price sensitive information.
- 4.12 **“Key Managerial Personnel”** or **“KMP”** shall have the meaning as defined in the Companies Act, 2013, as amended from time to time.
- 4.13 **“Legitimate Purpose”** in relation to communicating, providing or allowing access to unpublished price sensitive information shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.

- 4.14 **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- 4.15 **"Promoter Group"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- 4.16 **"Regulations"** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- 4.17 **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.
- 4.18 **"Takeover Regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- 4.19 **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- 4.20 **"Trading day"** means a day on which the recognized stock exchanges are open for trading.
- 4.21 **"Unpublished Price Sensitive Information"** or **"UPSI"** means any **information**, relating to the Company or its securities, directly or indirectly, that is not generally available, which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
- (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
 - (v) changes in key managerial personnel.

All other words and phrases will have the same meaning as defined under the Regulations as amended from time to time. Words and expressions used and not defined in the Regulations but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules & regulations made thereunder shall have the meanings respectively assigned to them in that legislation.

5. **Role of Compliance Officer**

- 5.1 The Compliance Officer shall report to the Board of Directors for the purpose of the Code and in particular, shall provide reports to the Chairman of the Audit Committee and to the Chairman of the Board, as and when required.
- 5.2 The Compliance Officer shall inter alia be responsible for:
- setting forth policies in relation to the implementation of the Code and the Regulations in consultation with the Board/Audit Committee.
 - prescribing procedures for various activities referred to in the Code.
 - compliance with the policies and procedures referred to in this Code.
 - monitoring adherence to the rules for the preservation of UPSI.
 - grant of pre-trading approvals to the Designated Persons for trading in the Company's Securities by them / their Immediate Relatives and monitoring of such trading.
 - providing any clarifications with regard to the implementation of this Code.
- 5.3 The Compliance Officer shall maintain records of all disclosures/undertakings/forms as mentioned in this Code, as received from time to time, for a period of not less than eight (8) years.
- 5.4 The Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the Regulations and this Code. - The Compliance Officer shall place status reports before the Chairman of the Audit Committee, detailing Trading in the Securities by the Designated Persons along with the documents that such persons had executed in accordance with the pre-trading procedure prescribed under the Code on a quarterly basis

6. Responsibility of the Managing Director / Chief Executive Officer

The Managing Director / Chief Executive Officer of the Company shall formulate/amend this Code with the approval of the Board of Directors of the Company to regulate, monitor and report trading by its Designated Persons and their Immediate Relatives towards achieving compliance with the Regulations, adopting the minimum standards set out in Schedule B of the Regulations, as may be amended from time to time, without diluting the provisions of the Regulations in any manner.

The Managing Director / Chief Executive Officer shall ensure that a structured digital database is maintained containing the nature of Unpublished Price Sensitive Information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.

7. Restrictions on all Employees

- 7.1 Employees of the Company should not trade in Securities issued by the Company at any time when in possession of any Unpublished Price Sensitive Information. Employees must also maintain confidentiality of all unpublished price sensitive information and must not pass such information to any person either directly or indirectly except for Legitimate Purposes and strictly on a 'Need to Know' basis as defined in 8.1 below.
- 7.2 In addition, Employees and Designated Persons should not deal in the securities of any other listed company at any time when they are in possession of Unpublished Price Sensitive Information in relation to those securities and shall not pass such information to someone else or encourage someone else to trade in such securities at such a time.
- 7.3 The provisions of this Code shall also be applicable for trading either as a first named shareholder or as a joint holder.

8. Communication or procurement of Unpublished Price Sensitive Information

- 8.1 All Designated Persons and Employees shall maintain the confidentiality of Unpublished Price Sensitive Information. All information shall be handled within the Company on a 'Need-to-Know' basis and no Unpublished Price Sensitive Information shall be communicated, provided or allowed access to any person, except in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.

'Need to know':

The Employees and Designated Persons who are privy to Unpublished Price Sensitive Information, shall handle the same strictly on a — 'Need to Know' basis. This means the UPSI shall be disclosed only to those persons who need to know the same in furtherance of a Legitimate Purpose, the course of performance or discharge of their duty and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

To comply with this confidentiality obligation, Designated Persons and Employees shall not:

- (i) communicate, provide or allow access of UPSI to any person directly or indirectly, including by way of making a recommendation for the purchase or sale of Securities of the Company unless such communication is in furtherance of legitimate purposes, performance

- of duties or discharge of legal obligations; or
 - (ii) discuss UPSI in public places, or
 - (iii) disclose UPSI to any Employee who does not need to know the information for discharging his or her duties, or
 - (iv) recommend to anyone that they may undertake Trading in Securities of the Company while being in possession, control or knowledge of UPSI, or
 - (v) be seen or perceived to be Trading in Securities of the Company while in possession of UPSI.

- 8.2 No Employee shall procure from any Insider unpublished price sensitive information, relating to the Company except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

- 8.3 Notwithstanding anything contained in the Code, an Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
 - (i) entail an obligation to make an open offer under the Takeover Regulations where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company;
 - (ii) not attract an obligation to make an open offer under the Takeover Regulations but where the Board of Directors of the Company is of the informed opinion that sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

- 8.4 For the purpose of the above clause, the parties shall be required to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of Clause 8.2 and shall not otherwise trade in securities of the Company when in possession of Unpublished Price Sensitive Information.

9. **Chinese Wall and Crossing the Wall**

To prevent the misuse of confidential information, the Company has laid down Chinese Walls procedures which separate those areas of the Company that routinely have access to Unpublished Price Sensitive Information, considered "inside areas" from those which deal with sale/marketing/investment advice or other departments providing support services, considered "public areas".

As per the said procedure:

- 9.1 No Employee in the inside area shall communicate any Unpublished Price Sensitive Information to any one in public area.
- 9.2 The Designated Persons shall have a responsibility to ensure the Chinese Wall is not breached deliberately or inadvertently.
- 9.3 However, in furtherance of Legitimate Purposes, performance of duties or discharge of his/her legal obligations, or in exceptional circumstances, people from the public areas may be brought "inside" and given sensitive information only on a 'Need-to-know' basis, under intimation to the Compliance Officer. Exceptions permitted under the Regulations will also be applicable in the present case. In such circumstances, the Compliance Officer shall ensure that such individuals shall be made aware of the duties and responsibilities attached to the receipt of such inside information, and the liability that is attached to misuse or unwarranted use of such information. Such individuals shall be required to comply with the Code and the Regulations.
10. **Process for how and when people are brought 'inside' on sensitive transactions**
- 10.1 The Compliance Officer in consultation with the Managing Director or the Chief Financial Officer of the Company shall decide on how and when any person(s) should be brought 'inside' on any proposed or ongoing sensitive transaction(s).
- 10.2 A person(s) shall be brought inside on any proposed or ongoing sensitive transaction(s) of the Company who may be an existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc. for legitimate purpose which shall include the following:
- (i) in the ordinary course of business.
 - (ii) in furtherance of performance of duty(ies);
 - (iii) for discharge of legal obligation(s).
 - (iv) for any other genuine or reasonable purpose as may be determined by the Compliance Officer of the Company.
 - (v) for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.
- 10.3 Intimation of Duties and Responsibilities and the Liability to the Person(s) who has/have been brought inside' on sensitive transaction(s)
- 10.4 Any person(s) who has/have been brought inside on any proposed and/or ongoing sensitive transaction(s) and in receipt of unpublished price sensitive information shall be considered an "insider" for purposes of this Code and due notice shall be given to such persons, in the format as set out in by the

Compliance Officer in consultation with the Managing Director and/or Chief Financial Officer of the Company:

- (i) To make aware such person that the information shared is or would be confidential.
- (ii) To instruct such person to maintain confidentiality of such unpublished price sensitive information in compliance with the regulations.
- (iii) To make aware to such person the duties and responsibilities attached to the receipt of such information and the liability attached to misuse or unwarranted use of such information.

11. Trading Window and Window Closure

11.1 Designated Persons and their Immediate Relatives may execute trades in the securities of the Company, subject to compliance with the Regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the Designated Persons and their Immediate Relatives.

- (i) The trading period during which the Company's securities can be traded is called 'trading window'.
- (ii) Trading window shall be closed by the Compliance Officer for such period as he may deem fit, in accordance with the applicable laws and regulations, if any.
The Trading Window shall be opened 48 (Forty Eighty) hours after the Unpublished Price Sensitive Information becomes Generally Available Information.
- (iii) Trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by Audit Committee and Board Meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.
- (iv) In addition to Point No. (ii) above, the Trading Window also shall be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of unpublished price sensitive information.
- (v) When the trading window is closed, the Designated Persons and their Immediate Relatives shall not trade in the Company's securities in such period.
- (vi) All Designated Persons and their Immediate Relatives shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in Point Nos. (ii) and (iii) above or during any other period as may be specified by the Company from time to time.

11.2 The Compliance Officer shall intimate the closure of trading window to all the Designated Persons of the Company when he/she determines that a

Designated Person or class of Designated Persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

- 11.3 The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however, in any event it shall not be earlier than forty-eight hours after the information becomes generally available.

12. Pre-clearance of trades

- 12.1 All Designated Persons and their Immediate Relatives, who intend to trade in the securities of the Company when the trading window is open, and if the value of the proposed trade is above Rs. 10 lacs (market value) in one transaction or in a series of transactions, over a period of one calendar quarter should pre-clear the transactions as per the pre-trading procedure described hereunder.

- 12.2 An application shall be made in 'Form - I' (format annexed hereto) to the Compliance Officer indicating the estimated number of securities that the Designated Persons or their Immediate Relatives intends to trade in, the details as to the depository with which he/she has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the Company in this behalf.

- 12.3 Prior to approving any trades, the Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He/she shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

- 12.4 All Designated Persons and their Immediate Relatives shall execute their order in respect of securities of the Company within 7 (seven) trading days after the approval of pre-clearance is given. The Designated Persons shall file within 2 (two) days of the execution of the deal, the details of such deal and changes in the holdings with the Compliance Officer in prescribed 'Form - II' (format annexed hereto). In case the transaction is not undertaken, a report to that effect shall be filed in 'Form - II' within 9 trading days after the approval of pre-clearance is given.

- 12.5 If the order is not executed within the aforementioned specified period, the Designated Persons must pre-clear the transaction again.

- 12.6 No Designated Persons or his/her Immediate Relative shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not

closed.

- 12.7 It shall be the responsibility of Designated Persons to ensure compliance of clauses 12.1 to 12.6 above in case of their Immediate Relatives also.
- 12.8 Pre-clearance of trades shall not be required for a trade executed as per an approved Trading Plan.

13. Opposite transactions in the Securities:

- 13.1 All Designated Persons and their Immediate Relatives who buy or sell any number of shares of the Company shall not execute a contra trade i.e. sell or buy any number of shares during the next six months following the prior transaction. The Compliance Officer may grant relaxation from strict application of such restriction on contra trade for reasons to be recorded in writing provided that such relaxation does not violate the regulations. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

Provided that this shall not be applicable for trades pursuant to exercise of stock options.

- 13.2 The Compliance Officer can grant relaxation from strict application of the above restriction after recording the reasons in this regard provided that such relaxation does not violate the Regulations. It may however, be noted that in terms of the Regulations, no such purchase/ sale will be permitted when the Trading Window is closed.
- 13.3 Notwithstanding the above, should the Designated Persons execute an opposite transaction, inadvertently or otherwise, in violation of the restrictions set out above, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the SEBI Act, 1992.

13.4 Advice regarding Pre-Clearance:

In case of doubt, the Designated Person shall check with the Compliance Officer or the Officer designated by him/her from time-to-time whether the provisions relating to pre-clearance are applicable to any proposed transaction in the Company's Securities.

- 13.5 Trading Window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved Trading Plan.

14. Trading Plans

- 14.1 A Designated Person shall be entitled to formulate a Trading Plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his/her behalf in accordance with such plan.
- 14.2 Such Trading Plan shall:
- (i) not entail commencement of trading on behalf of the Insider earlier than six months from the public disclosure of the plan;
 - (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of such financial results;
 - (iii) entail trading for a period of not less than twelve months;
 - (iv) not entail overlap of any period for which another trading plan is already in existence;
 - (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - (vi) not entail trading in securities for market abuse.
- 14.3 The Compliance Officer shall review the Trading Plan submitted as above to assess whether the plan would have any potential for violation of the Regulations. The Compliance Officer shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan. Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan. Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.
- 14.4 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the Trading Plan.
- Provided that the implementation of the Trading Plan shall not be commenced, if any unpublished price sensitive information is in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information.
- 14.5 Upon approval of the Trading Plan, the Compliance Officer shall notify the plan to the Stock Exchanges on which the securities of the Company are

listed.

15. Reporting and Disclosure Requirements

15.1 Disclosure Requirements

Initial Disclosures

By Whom	What to be disclosed	When to be disclosed	Form
Every Promoter / Member of Promoter Group / KMP/ Director to the Compliance Officer	Holding of securities of the Company as on the date of this Code taking effect	Within thirty days of this Code taking effect	Form A
Every person on appointment as a KMP / Director or upon becoming a Promoter / Member of the Promoter Group to the Compliance Officer	Holding of securities of the Company as on date of appointment as Director/ KMP or becoming a Promoter/ Member of the Promoter Group	Within seven days of such appointment as a Director / KMP or of becoming Promoter / Member of the Promoter Group	Form B

Continual Disclosures

By Whom	What to be disclosed	When to be disclosed	Form
Every Promoter / Member of Promoter Group / Designated Person/ Director to the Compliance Officer	Number of such securities acquired or disposed	Within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs.10 lakh or such other value as may be specified.	Form C

		<i>*disclosure of incremental transactions shall be made when transactions effected after the prior disclosure cross the threshold specified above.</i>	
Company to the stock exchanges	Details of above disclosure	Within two trading days of receipt of disclosure or becoming aware of such information	Form C

15.2 The disclosures to be made by any person under Clause 15.1 shall include those relating to trading by such person's Immediate Relatives, and by any other person for whom such person takes trading decisions.

15.3 The disclosures of trading in Securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.

15.4 Disclosures by other Connected Persons

The Compliance Officer may, at his discretion may require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company as and when he deems fit in order to monitor compliance with these Regulations in the format set out in Form D (as prescribed or amended by SEBI, from time to time).

15.5 Disclosures by Designated Persons

One Time

The Designated Person shall disclose the following information (in a format as may be prescribed by the Compliance Officer), on a one time basis, to the Company within 15 days from the date on which this Code shall become effective;

- (i) his/her Phone, mobile and cell numbers
- (ii) his/her Permanent Account Number or any other identifier authorised by law

In addition, the names of educational institutions from which Designated Persons have graduated and names of their past employers shall also be disclosed on a one-time basis.

Annual Disclosure and Continual Disclosure

Apart from the above, Designated Persons shall be required to disclose the

following information (in the format as may prescribed by the Compliance Officer) names and Permanent Account Number or any other identifier authorized by law of the following persons, along with themselves, to the Company, on an annual basis within 30 (thirty) days from the end of the Financial Year and on continual basis as and when the information changes with 15 (fifteen) days of such change:

- (i) Name of Immediate Relatives
- (ii) Persons with whom such Designated Person(s) shares a Material Financial Relationship
- (iii) Permanent Account Number or any other identifier authorized by law of (i) & (ii)
- (iv) Phone, mobile and cell numbers of (i), (ii) & (iii)

In addition, the names of educational institutions from which Designated Persons have graduated and names of their past employers shall also be disclosed on a one time basis.

Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a Designated Person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such Designated Person but shall exclude relationships in which the payment is based on arm’s length transactions.

The Compliance Officer shall ensure that details of the person or entity with whom UPSI is shared under this part is entered in a Structured Digital Database.

16. Action for Contravention of the Regulations/this Code

16.1 In case it is observed by the Compliance Officer that there has been a violation of the Regulations/this Code by any Insider, the Compliance Officer shall forthwith inform the Audit Committee of the Company about the violation for disciplinary action. The disciplinary action will be initiated on obtaining suitable directions from the Audit Committee. Disciplinary action may include issuance of warning letter, wage cut, restraining from dealing in the shares of the Company, collection of certain amount, disgorgement, etc.

16.2 Any amount collected under this clause shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the SEBI Act. .

16.3 The action by the Company shall not preclude SEBI/stock exchanges from taking any action in case of violation of the Regulations.

16.4 In case it is observed by the Company and/or Compliance Officer that there has been violation of the Code or the Regulations, stock exchanges shall be promptly informed of the same by the Company.

17. Structured Digital Database

17.1 The Compliance Officer shall ensure that a structured digital database is maintained containing the nature of Unpublished Price Sensitive Information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

17.2 The Compliance Officer shall ensure that the structured digital database is preserved for a period of not less than eight (8) years after completion of the relevant transactions and in the event of receipt of any information from the SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.”

18. Internal Control System

The Managing Director/ Chief Executive Officer of the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in this Code and Regulations to prevent insider trading.

19. Review of Compliances of the Code and verification of Internal Control System

The Audit Committee of the Company shall review compliance with the provisions of these Code and the Regulations at least once in a Financial Year and shall verify that the systems for internal control are adequate and are operating effectively.

20. Clarifications

For all queries concerning this Code, please contact the Compliance Officer.

**Form - I (Refer Clause 12.2 of the Code)
APPLICATION FOR PRE-CLEARANCE**

To,
The Compliance Officer,
Electrosteel Casting Limited

Dear Sir/Madam,

I and/or my Immediate Relative(s) am/are desirous of trading in the below-mentioned securities of the Company in my own name or by my Immediate Relatives (write name of relative and relationship) and seek your approval as under:

Type of Security	No. of Securities	Market Price	Mode of acquisition Purchase/ Sale-physical/ Demat/ other	Date by which trade is proposed to be executed	Folio No./ DP ID No./ Client ID No. alongwith the name of depository	Present Holding (No. of Shares)	
						Physical	Demat

In relation to the above, I declare that:

- a) I have no access to nor am I in possession of any unpublished price sensitive information at the time of signing this undertaking.
- b) In the event I have access to or receive any "Unpublished Price Sensitive Information" after signing this application but before the execution of the transaction for which approval is sought, I shall inform you of the same and shall completely refrain from trading in securities until such information is made generally available.
- c) I have not contravened the Company's Code of Conduct for Regulating, Monitoring and Reporting Trading by Designated Persons and their Immediate Relatives and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, as notified by the Company from time to time.
- d) I have made full and true disclosure in this application.

Signature:
Name:
Designation:
Department:
Place:
Date:

Form - II (Refer Clause 12.4 of the Code)
REPORT OF TRADES EXECUTED / DECISIONS NOT TO TRADE WITH REASONS

To,
 The Compliance Officer,
Electrosteel Castings Limited

I hereby inform that in furtherance of your Pre-Clearance Order dated _____ for purchase/sale of shares, I and/or my Immediate Relative(s)

- have not bought / sold / subscribed any securities of the Company for the following reasons:

- have bought / sold / subscribed _____ securities of the Company as mentioned below on _____(date)

Name of the Holder	No. of securities dealt with	Bought / sold / subscribed	DP ID / Client ID/ Folio No.	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve for a 8 (eight) years and produce to the Compliance Officer / SEBI any of the following documents:

1. Broker's Contract Note
2. Proof of payment to / from Brokersf
3. Extract of bank passbook / statement (to be submitted in case of demat transactions)
4. Copy of Delivery instruction slip (applicable in case of sale transaction)

I undertake not to execute a contra trade i.e. sell or buy (as applicable) any number of securities during the next six months following the prior transaction.

I submit the following details of change of holding in the securities of the Company:

Name , PAN and Address of the Share holder	No. of securities held before the transaction	Receipt of allotment advice/acquisition of / sale of securities	Nature of Transaction & Quantity			Trading Member through whom the trade was executed with SEBI Registration No. of TM	Exchange on which the trade was executed
			Purchase	Sale	Others		

Details of change in securities held by the Immediate Relatives:

Name, PAN and Address of the Shareholder and relationship	No. of securities held before the transaction	Receipt of allotment advice/acquisition / sale of securities	Nature of Transaction & Quantity			Trading Member through whom the trade was executed with SEBI Registration No. of TM	Exchange on which trade was executed
			Purchase	Sale	Others		

I/We declare that I/we have complied with the requirement of the minimum holding period of six months with respect to the securities purchased/sold.

I declare that the above information is correct and that no provisions of the Company's Code and / or applicable laws/regulations have been contravened for effecting the above said transaction(s).

Signature:

Name:

Designation:

Department:

Place:

Date: